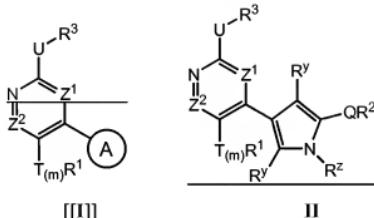


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AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

Ring A is a pyrrole ring optionally substituted at the 1-position with R^{*} and substituted with:

- (i) two R^y groups, and
- (ii) QR²;

R^x is hydrogen R, C(O)R, C(O)OR, or SO₂R;

each R^y is independently selected from an optionally substituted C₁₋₄ [[C₁₋₆]] aliphatic group;

Ar, CN, NO₂, halogen, N(R)₂, SR, or OR, provided that both R^y groups are not simultaneously Ar;

Z¹ is N and Z² are each independently selected from N or CR^{*};

Z² is CH;

each R^{*} is independently selected from R, halogen, CN, NO₂, OR, SR, N(R)₂, C(O)R, or CO₂R;

T_(m)R¹ is hydrogen;

U is NH selected from a valence bond, -O-, -S-, -N(R)-, or a C₁₋₆ alkylidene chain wherein up to two methylene units of U are optionally and independently replaced by -O-, -S-, SO₂-,

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-SO₂, N(R)SO₂, SO₂N(R), N(R), CO, CO₂, N(R)CO, N(R)C(O)O, -N(R)CON(R), -N(R)SO₂N(R), -N(R)N(R), C(O)N(R), or OC(O)N(R);

T is a valence bond or a C₁₋₆ alkylidene chain;

m is zero or one;

R¹ is selected from CN, halogen, OR⁶, SR⁶, N(R)R⁶, or R⁴;

Q is selected from a valence bond, -C(O)N(R), -SO₂N(R), -SO₂, N(R)C(O)N(R), -N(R)C(O), -N(R)SO₂, -N(R)SO₂N(R), -N(R)C(O)O, C(O), or -C(O)O-;

R² is selected from halogen, CN, (CH₂)_yR⁵, (CH₂)_yCH(R⁵)₂, or (CH₂)_yCH(R⁷)CH(R⁵)₂,
(CH₂)_yN(R⁴)₂, or N(R⁴)(CH₂)_yN(R⁴)₂;

y is 0-6;

each Ar is independently selected from an optionally substituted 3-7 membered saturated, partially unsaturated, or fully unsaturated monocyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or an optionally substituted 8-10 membered saturated, partially unsaturated, or fully unsaturated bicyclic ring having 0-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur;

R³ is selected from hydrogen, CH(R⁷)R⁵, a 3-7 membered carbocyclicl, or an optionally substituted group selected from C₁₋₄ aliphatic, a 3-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 5-6 membered aryl or heteroaryl ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur R, Ar, (CH₂)_yCH(R⁷)R⁵, CN, (CH₂)_yCH(R⁷)CH(R⁵)₂, or (CH₂)_yCH(R⁷)N(R⁴)₂;

each R is independently selected from hydrogen or an optionally substituted C₁₋₆ aliphatic group, or:

two R on the same nitrogen atom are taken together with the nitrogen atom attached thereto to form a 4-8 membered saturated, partially unsaturated, or fully unsaturated ring having 1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur;

each R⁴ is independently selected from R⁶, C(O)R⁶, CO₂R⁶, CON(R⁶)₂, SO₂R⁶;

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each R⁵ is independently selected from R⁶, OR⁶, CO₂R⁶, (CH₂)_yN(R⁴)₂, N(R⁴)₂, N(R)C(O)R⁶,

N(R)CON(R⁶)₂, CON(R⁶)₂, SO₂R⁶, N(R)SO₂R⁶, C(O)R⁶, CN, or SO₂N(R⁶)₂;

each R⁶ is independently selected from R or Ar;

R⁷ is selected from R⁶, (CH₂)_wOR⁶, (CH₂)_wN(R⁴)₂, or (CH₂)_wSR⁶; and

each w is independently selected from 0-4[[;]]

provided that:

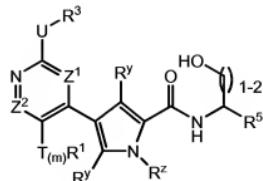
when R¹ is hydrogen, U is NH, and R³ is an optionally substituted phenyl ring, then Q is other than a valence bond.

2-6. (Cancelled)

7. (Currently amended) The compound according to claim 1 [[2]], wherein R³ is CH(R⁷)R⁵.

8. (Currently amended) The compound according to claim 1 [[2]], wherein R³ is a 3-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

9. (Original) The compound according to claim 1, wherein said compound has the formula III:

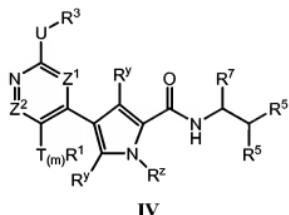


III

or a pharmaceutically acceptable salt thereof.

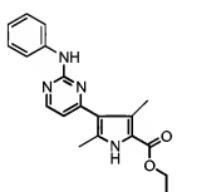
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10. (Original) The compound according to claim 1, wherein said compound has the formula **IV**:

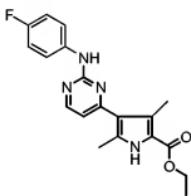


or a pharmaceutically acceptable salt thereof.

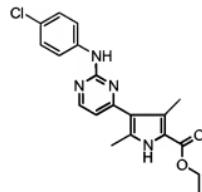
11. (Currently amended) The compound according to claim 1, wherein said compound is selected from the group consisting of:



I-1

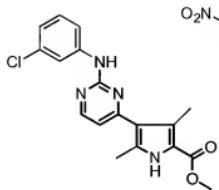


I-2

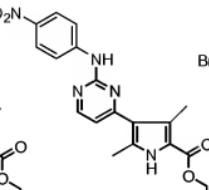


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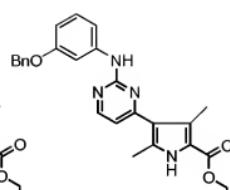
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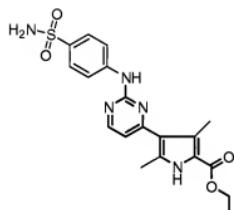
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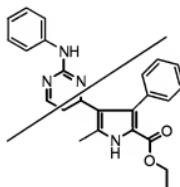
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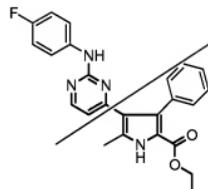
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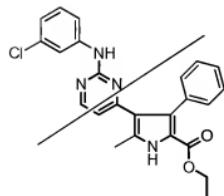
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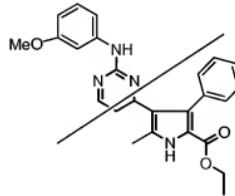
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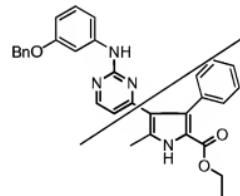
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[[I-10]]

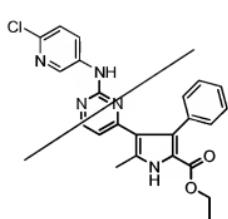


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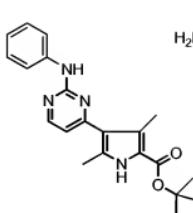


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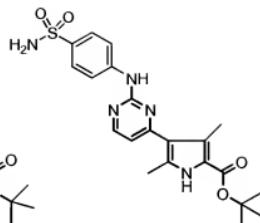
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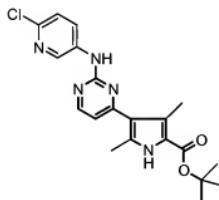
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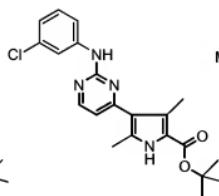
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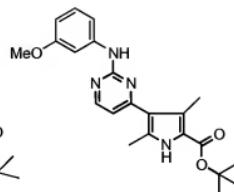
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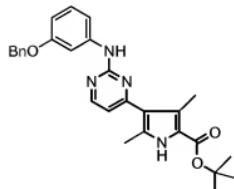
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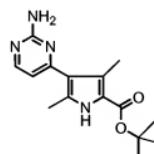
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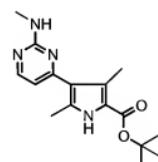
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I-19

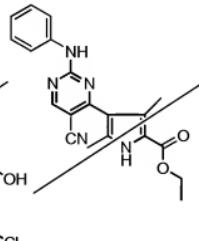
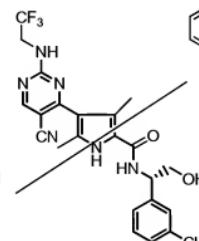
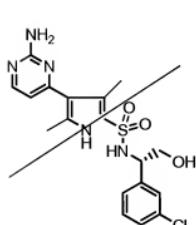
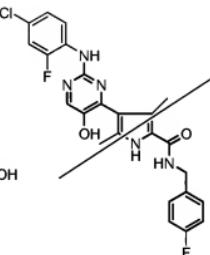
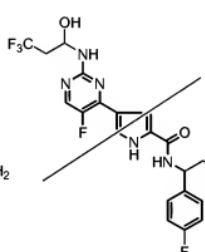
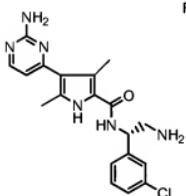
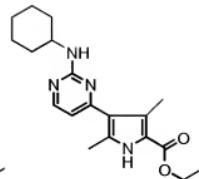
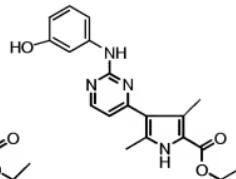
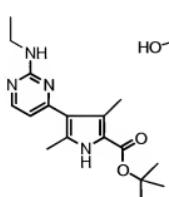


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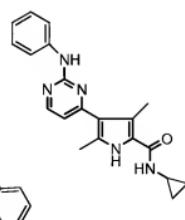
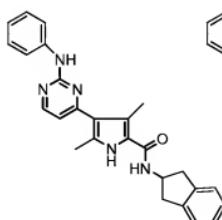
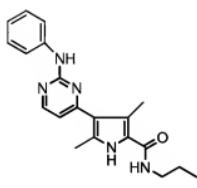
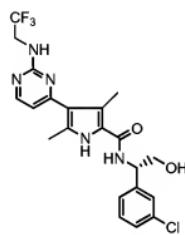
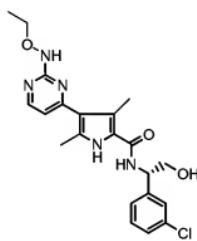
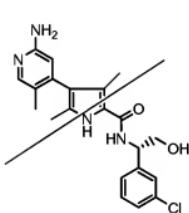
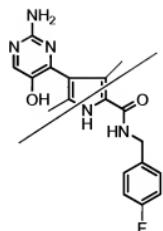
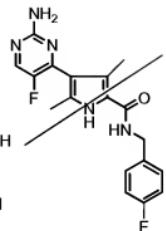
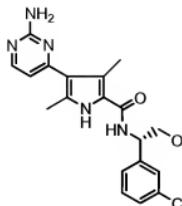


I-21

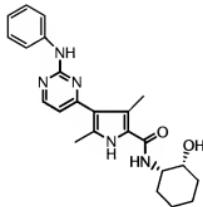
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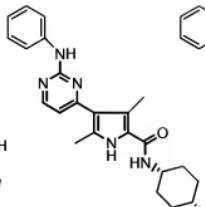
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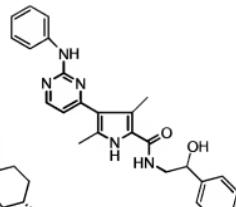
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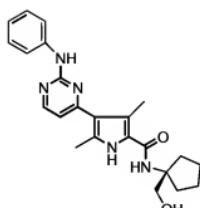
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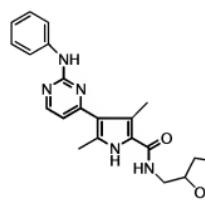
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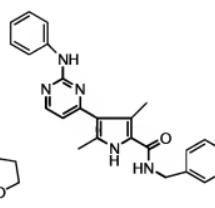
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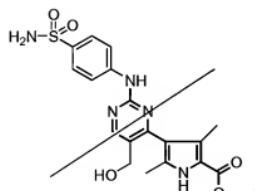
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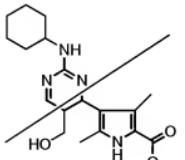
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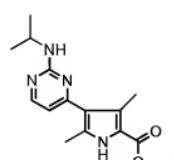
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[[I-46]]

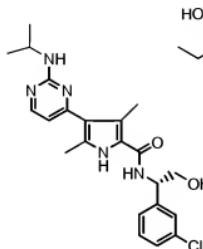


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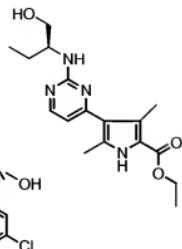


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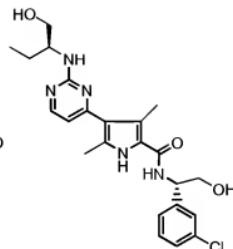
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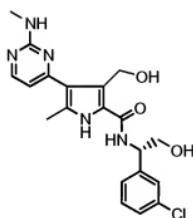
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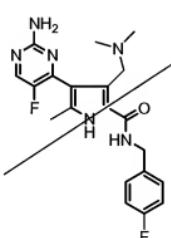
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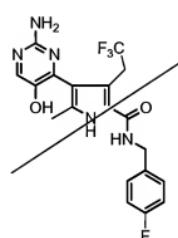
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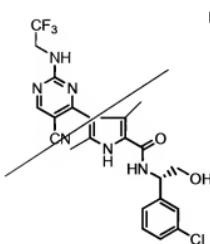
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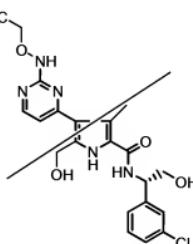
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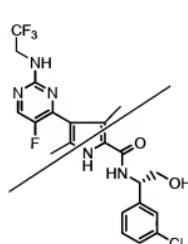
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[[I-55]]

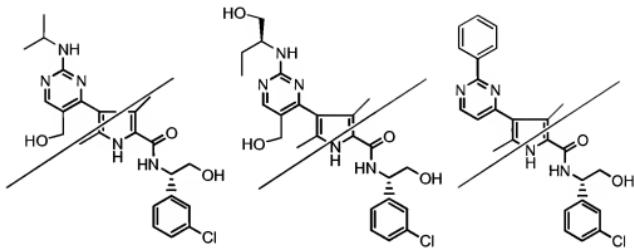


[[I-56]]



[[I-57]]

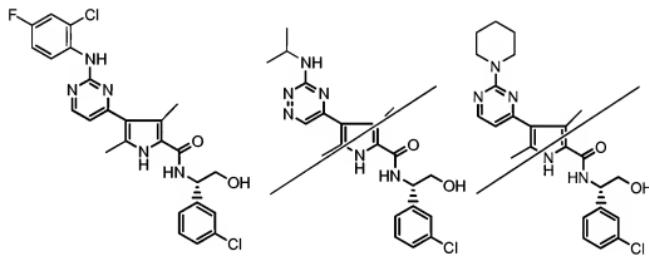
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[[I-58]]

[[I-59]]

[[I-60]]

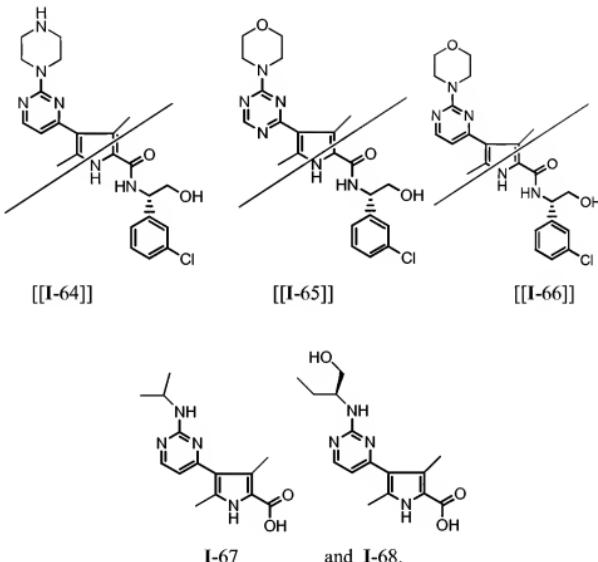


I-61

[[I-62]]

[[I-63]]

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12. (Original) A composition comprising an effective amount of a compound according to claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

13. (Canceled).

14. (Currently amended) The composition of claim 12, additionally comprising a therapeutic agent selected from a chemotherapeutic or anti-proliferative agent selected from mechlorethamine, chlorambucil, cyclophosphamide, melphalan, ifosfamide[], methotrexate, 6-mercaptopurine, 5-fluorouracil, cytarabine, gemcitabine, vinblastine, vincristine, vinorelbine, paclitaxel, etoposide, irinotecan, topotecan, doxorubicin, bleomycin,

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mitomycin, carmustine, lomustine, cisplatin, carboplatin, asparaginase, tamoxifen, leuprolide, flutamide, megestrol, imatinib (*GleeveeTM*), adriamycin, dexamethasone, or cyclophosphamide.

15. (Withdrawn) A method of inhibiting ERK2, JNK3, SRC, Aurora2, or GSK3 protein kinase activity in a biological sample selected from a cell culture, saliva, urine, feces, semen, tears, or an extract thereof, which method comprises contacting said biological sample in vitro with:

- a) a composition according to claim 12; or
- b) a compound according to claim 1.

16. (Canceled).

17. (Withdrawn, currently amended) A method of treating or lessening the severity of a disease, condition or disorder, in a patient in need thereof, selected from a proliferative disorder selected from breast cancer, colon cancer, kidney carcinoma, lung cancer, melanoma, ovarian cancer, pancreatic cancer, or prostate cancer, comprising the step of administering to said patient:

- a) a composition according to claim 12; or
- b) a compound according to claim 1.

18. (Withdrawn, currently amended) The method according to claim 17, comprising the additional step of administering to said patient an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent selected from mechlorethamine, chlorambucil, cyclophosphamide, melphalan, ifosfamide), methotrexate, 6-mercaptopurine, 5-fluorouracil, cytarabine, gemcitabine, vinblastine, vincristine, vinorelbine, paclitaxel, etoposide, irinotecan, topotecan, doxorubicin, bleomycin, mitomycin, carmustine, lomustine,

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cisplatin, carboplatin, asparaginase, tamoxifen, leuprolide, flutamide, megestrol, imatinib (Gleevec™), adriamycin, dexamethasone, or cyclophosphamide, wherein said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

19-29. (Cancelled)